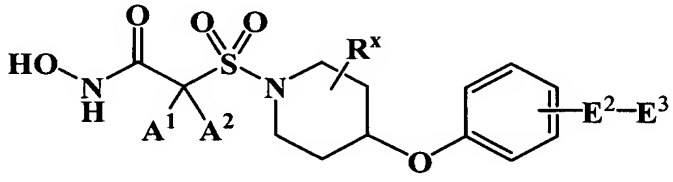
We claim:

1. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



(B1-1); and

A^1 and A^2 are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, heterocyclyloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

E^2 is selected from the group consisting of -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -$S(O)_2$-, -N(R^a)-$S(O)_2$-, -$S(O)_2$-N(R^a)-, -O-$S(O)_2$-, -$S(O)_2$-O-, -C(NH)-, and -C(NOH)-; and

E^3 is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, hydroxyimino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

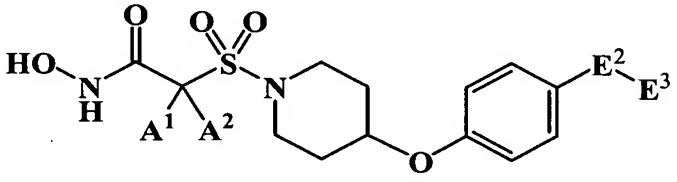
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

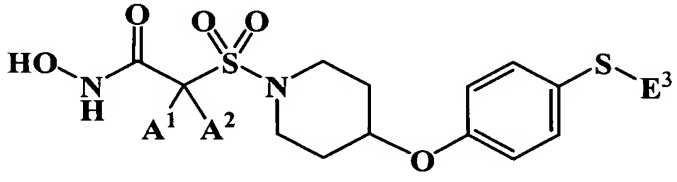
on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl.

2. A compound or salt thereof according to claim 1, wherein the compound corresponds in structure to the following formula:



(B2-1).

3. A compound or salt thereof according to claim 2, wherein the compound corresponds in structure to the following formula:



(B3-1).

4. A compound or salt thereof according to claim 3, wherein E^3 is alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, hydroxyimino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

5. A compound or salt thereof according to claim 4, wherein E^3 is alkyl substituted with one or more independently selected halogen.

6. A compound or salt thereof according to claim 5, wherein E^3 is C_1-C_4-alkyl substituted with one or more fluoro.

7. A compound or salt thereof according to claim 6, wherein E^3 is trifluoromethyl.

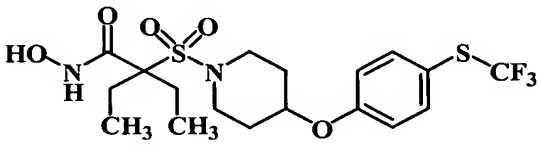
8. A compound or salt thereof according to claim 3, wherein A^1 and A^2 are independently selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_3-alkoxy-C_1-C_3-alkyl, C_1-C_3-alkylthio-C_1-C_3-alkyl, C_2-C_6-alkenyl, and C_2-C_6-alkynyl.

9. A compound or salt thereof according to claim 8, wherein:

A^1 and A^2 are independently selected from the group consisting of methyl, ethyl, and methoxyethyl; and

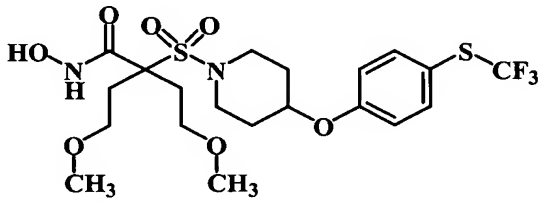
E^3 is C_1-C_4-alkyl substituted with one or more independently selected halogen.

10. A compound or salt thereof according to claim 9, wherein the compound corresponds in structure to a formula selected from the group consisting of:



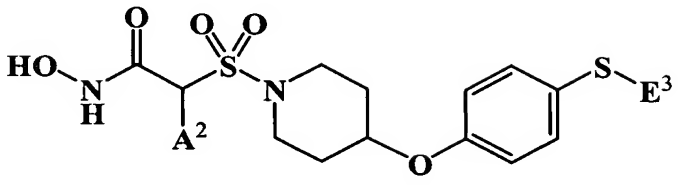
(B10-1)

and



(B10-2)

11. A compound or salt thereof according to claim 3, wherein the compound corresponds in structure to the following formula:



(B11-1).

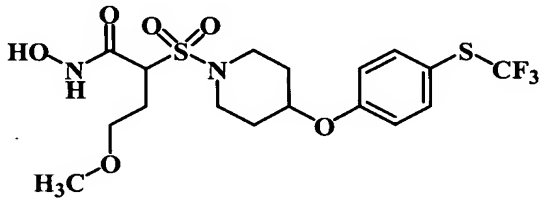
12. A compound or salt thereof according to claim 11, wherein A^2 is selected from the group consisting of C_1-C_6-alkyl, C_1-C_3-alkoxy-C_1-C_3-alkyl, C_1-C_3-alkylthio-C_1-C_3-alkyl, C_2-C_6-alkenyl, and C_2-C_6-alkynyl.

13. A compound or salt thereof according to claim 12, wherein:

A^2 is selected from the group consisting of methyl, ethyl, and methoxyethyl; and

E^3 is C_1-C_4-alkyl substituted with one or more independently selected halogen.

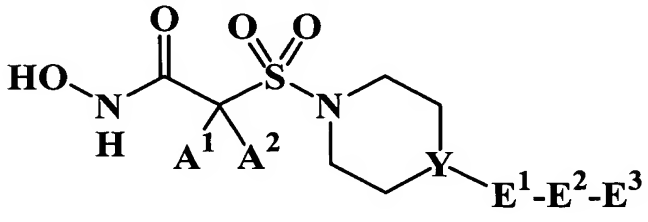
14. A compound or salt thereof according to claim 13, wherein the compound corresponds in structure to the following formula:



(B14-1).

15. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



(15-1);

as to A^1 and A^2:

A^1 and A^2, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A^1 and A^2 are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, heterocyclyloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

Y is selected from the group consisting of nitrogen and carbon bonded to hydrogen; and

E^1 is selected from the group consisting of alkyl and alkenyl, wherein:

the alkyl and alkenyl are optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

E^2 is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, $-N(R^a)-$, $-C(O)-N(R^a)-$, $-N(R^a)-C(O)-$, $-C(O)-N(R^a)-N(R^a)-C(O)-$, $-N(R^a)-C(O)-C(O)-$, -S-, -S(O)-, $-S(O)_2-$, $-N(R^a)-S(O)_2-$, $-S(O)_2-N(R^a)-$, $-O-S(O)_2-$, $-S(O)_2-O-$, -C(NH)-, and -C(NOH)-; and

E^3 is heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,

aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl.

16. A compound or salt thereof according to claim 15, wherein A^1 and A^2, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

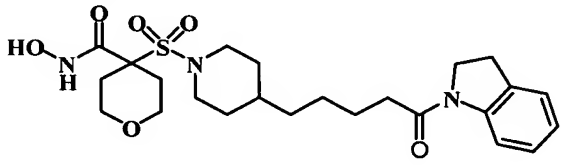
the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents.

17. A compound or salt thereof according to claim 16, wherein E^1 is alkenyl.

18. A compound or salt thereof according to claim 16, wherein E^1 is alkyl.

19. A compound or salt thereof according to claim 18, wherein E^2 is -C(O)-.

20. A compound or salt thereof according to claim 19, wherein the compound corresponds in structure to the following formula:



(B20-1).

21. A method for treating a condition associated with pathological matrix metalloprotease, aggrecanase, or TNF-α convertase activity in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 1.

22. A method for treating a pathological condition in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 1; and

the pathological condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease, and a central nervous system disease.

23. A method for treating a pathological condition in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 1; and

the pathological condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermal ulceration, epidermolysis bullosa, aortic aneurysm, defective injury repair, an adhesion, scarring, congestive heart failure, post myocardial infarction, coronary thrombosis, emphysema, proteinuria, Alzheimer's disease, bone disease, and chronic obstructive pulmonary disease.

24. A method for treating a condition associated with pathological matrix metalloprotease, aggrecanase, or TNF-α convertase activity in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 15.

25. A method for treating a pathological condition in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 15; and

the pathological condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease, and a central nervous system disease.

26. A method for treating a pathological condition in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 15; and

the pathological condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermal ulceration, epidermolysis bullosa, aortic aneurysm, defective injury repair, an adhesion, scarring, congestive heart failure, post myocardial infarction, coronary thrombosis, emphysema, proteinuria, Alzheimer's disease, bone disease, and chronic obstructive pulmonary disease.

27. A pharmaceutical composition comprising a therapeutically-effective amount of a compound or a pharmaceutically-acceptable salt thereof, wherein the compound is selected from the group of compounds recited in claim 1.

28. A pharmaceutical composition comprising a therapeutically-effective amount of a compound or a pharmaceutically-acceptable salt thereof, wherein the compound is selected from the group of compounds recited in claim 15.